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LAW OFFICE OF GLENN R. HILL, P.A.

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- ASSET PROTECTION -
- FORECLOSURE DEFENSE -
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97 JAN 16 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 14, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/16/97--01050--005
*****70.00 *****70.00

Re: Articles of Incorporation
Goldline Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Goldline Group, Inc. to be filed with your office. Also enclosed is a check in the amount of \$70.00 to cover the costs of the filing fees for same.

Please advise if you need anything further in order to file this corporation with the Department of State and also advise of the Charter Number assigned to this corporation.

If you have any questions, please do not hesitate to contact our office.

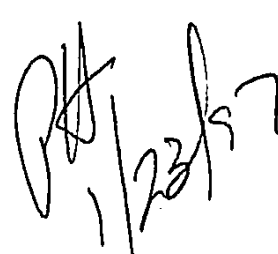
Sincerely,



NANCY A. MATTHEWS
Paralegal/Office Manager

NAM:HS

Enc.



ARTICLES OF INCORPORATION

OF

GOLDLINE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be GOLDLINE GROUP, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 6278 N. Federal Highway, Suite 216, Fort Laud., FL 33308

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of director may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Tom Sukolsky
6278 N. Federal Highway
Suite 216
Fort Laud., FL 33308

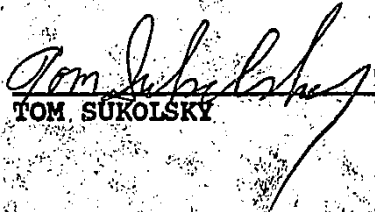
Prepared by:

Glenn R. Mee, P.A.
517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 239119

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is:
Tom Sukolsky
6278 N. Federal Highway
Suite 216
Fort Laud., FL 33308

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 27 day of December 1996.


TOM SUKOLSKY

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day by TOM SUKOLSKY, who is personally known to me or had produced a _____ as identification and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of December 1996.


Notary Public
My Commission Expires:



Prepared by:

Glenn R. Neo, P.A.
517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 239119


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
Florida Statutes,

THAT GOLDLINE GROUP, INC., a corporation organizing under the
laws of the State of Florida, has named Tom Sukolsky, as its
Registered Agent to accept service of process within this State,
whose registered office is located at 6278 N. Federal Highway,
Suite 216, Fort Laud., FL 33308.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.



TOM SUKOLSKY
6278 N. Federal Highway
Suite 216
Fort Laud., FL 33308

CORPORATE\GOLDLINE.ART

Prepared by:

Glen R. Moo, P.A.
517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 239119

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CLERK OF STATE
TALLAHASSEE, FLORIDA